

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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| SECURITIES INVESTOR PROTECTION<br>CORPORATION,<br><br>Plaintiff-Applicant,<br>v.<br><br>BERNARD L. MADOFF INVESTMENT<br>SECURITIES LLC,<br><br>Defendants.                      | Adv. Pro. No. 08-1789 (BRL)<br><br>SIPA LIQUIDATION<br><br>(Substantively Consolidated) |
| In re BERNARD L. MADOFF INVESTMENT<br>SECURITIES LLC,<br><br>Debtor.  |   |
| IRVING H. PICARD, Trustee for the Liquidation of<br>Bernard L. Madoff Investment Securities LLC,<br><br>Plaintiff,<br>v.<br><br>HSBC Bank PLC, <i>et al.</i><br><br>Defendants. | Adv. Pro. No. 09-1364 (BRL)<br><br>11-CV-06677 (JSR)                                    |

**DECLARATION OF OREN J. WARSHAVSKY, PURSUANT TO 28 U.S.C. § 1746,  
IN SUPPORT OF TRUSTEE'S MEMORANDUM OF LAW IN OPPOSITION  
TO ALPHA PRIME FUND LIMITED AND SENATOR FUND SPC'S  
MOTION TO WITHDRAW THE REFERENCE**

Pursuant to 28 U.S.C. § 1746, OREN J. WARSHAVSKY hereby declares as follows:

I am a partner at the firm of Baker & Hostetler LLP, counsel for Plaintiff Irving H. Picard (the "Trustee") for the substantively consolidated liquidation proceeding of Bernard L. Madoff Investment Securities LLC under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa *et seq.*, and the estate of Bernard L. Madoff. As an attorney of record, I am fully familiar with this case and the facts set forth herein. I respectfully submit this Declaration to place before this

Court true and correct copies of certain documents relevant to the Trustee's memorandum of law in opposition to Alpha Prime Fund Limited and Senator Fund SPC's Motion to Withdraw the Reference and supporting Memorandum of Law filed in *Picard v. HSBC Bank PLC, et al.*, Adv. Pro. No. 09-1364 (Bankr. S.D.N.Y.) (BRL), No. 11-CV-06677 (S.D.N.Y.) (JSR) (ECF No. 1).

1. Attached hereto as Exhibit 1 is a true and correct copy of the complaint filed by the Trustee against Alpha Prime Fund Limited and Senator Fund SPC, Adv. Pro. No. 09-1364 (Bankr. S.D.N.Y.) (BRL).

2. Attached hereto as Exhibit 2 are true and correct redacted copies of the customer claims (without exhibits) submitted by Alpha Prime Fund Limited and Senator Fund SPC.

3. Attached hereto as Exhibit 3 is a true and correct copy of the Transcript of Oral Argument, *Picard v. Avellino, et al*, No. 11 Civ. 03882 (S.D.N.Y., Oct. 18, 2011) (JSR).

4. Attached hereto as Exhibit 4 is a true and correct copy of the Transcript of Oral Argument, *Michigan State Hous. Dev. Auth. v. Lehman Brothers, et al.*, No. 11-CV-3392 (S.D.N.Y. Sept. 14, 2011) (JGK).

I declare under penalty of perjury that the foregoing is true and correct. Executed on December 7, 2011.

/s/ Oren J. Warshavsky  
Oren J. Warshavsky